

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

RECORDATION NO. 23778 FILED

DEC 20 '01 3-23 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

December 20, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of December 20, 2001. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Lender:

SunTrust Leasing Corporation  
29 West Susquehanna Avenue  
Towson, MD 21204

Borrower:

Cryo-Trans, Inc.  
P.O. Box 417  
Mt. Airy, MD 21771

A description of the equipment covered by the Memorandum of Security Agreement consists of 50 boxcars numbered CRYX 3003-3052, inclusive.

**BALL JANIK LLP**

Honorable Vernon A. Williams  
December 20, 2001  
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A fee of \$28.00 is enclosed. Please return one original of each document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the documents to appear in the index follows: a Memorandum of Security Agreement between SunTrust Leasing Corporation, 29 West Susquehanna Avenue, Towson, MD 21204, and Cryo-Trans, Inc., P.O. Box 417, Mt. Airy, MD 21771 covering 50 boxcars numbered CRYX 3003-3052, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

## MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, dated as of December 20, 2001, by and between CRYO-TRANS, INC. ("Borrower") and SUNTRUST LEASING CORPORATION ("Lender").

1. The Lender has made a loan to the Borrower (the "Loan") pursuant to a Loan and Security Agreement, dated as of December 20, 2001 (the "Security Agreement").

2. Pursuant to the Security Agreement, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in and to (among other things), (a) the railcars (the "Railcars") as more fully described in attached Exhibit A, (b) that certain Railcar Utilization Agreement more fully described in attached Exhibit A, and any other Railcar Utilization Agreements hereafter executed with respect to the Railcars, as such agreements relate to the Railcars, or any substitution or replacement thereof, pursuant to which one or more Railcars are leased to, or made available for use by, any third party (collectively, the "Leases"), and (c) the payments and all other sums due now or hereafter under or with respect to any or all of the Leases or the Railcars, and all other proceeds of the foregoing.

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.

SUNTRUST LEASING CORPORATION  
as Lender

By: 

Name:

Title:

MSPOWERS  
SECM

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SURFACE TRANSPORTATION BOARD

CRYO-TRANS, INC.  
as Borrower

By: 

Name: Marvin H. Weiner

Title: President

STATE OF Maryland )  
 ) to wit:  
CITY/COUNTY OF Baltimore )

I hereby certify that on this 20<sup>th</sup> day of December, 2001, before me, the undersigned Notary Public of said State, personally appeared MICHAEL POWERS, who acknowledged himself to be the SECRETARY of SUNTRUST LEASING CORPORATION, and acknowledged that he, as such SECRETARY, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of SUNTRUST LEASING CORPORATION by himself as SECRETARY.

IN WITNESS MY Hand and Notarial Seal.

KIMBERLY N. CRUTCHFIELD  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires June 29, 2004

Kimberly Crutchfield  
NOTARY PUBLIC

My Commission Expires: 6-29-04

STATE OF MARYLAND )  
 ) to wit:  
CITY/COUNTY OF Howard )

I hereby certify that on this \_\_\_\_ day of December, 2001, before me, the undersigned Notary Public of said State, personally appeared MARVIN H. WEINER who acknowledged himself to be the President of CRYO-TRANS, INC., a Maryland corporation, and acknowledged that he, as such President, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of CRYO-TRANS, INC. by himself as President.

IN WITNESS MY Hand and Notarial Seal.

Mary E. Muxdy  
NOTARY PUBLIC

My Commission Expires: Feb 1, 02

EXHIBIT A

That certain Railcar Utilization Agreement dated as of March 9, 2001, by and between CRYO-TRANS, INC. and Heinz Frozen Food Company, pertaining to those fifty (50) railroad boxcars with the following reporting marks:

CRYX 3003 through CRYX 3052, inclusive